

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

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August 26, 1997

FULL RELEASE AND TERMINATION

Recordation No. 16344-A

RECORDATION NO. 16344-A FILED

AUG 26 '97

11-17 AM

Dear Mr. Williams:

On behalf of The Bank of New York (f/k/a Irving Trust Company), I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Full Release and Termination ("Release"), executed as of August 3, 1997, to be filed under Recordation No. 16344-A.

The party executing the Release is:

The Bank of New York
(f/k/a Irving Trust Company) - RELEASING PARTY
One Wall Street
New York, NY 10017

The said Release is a full and complete termination and release of the Railroad Equipment Mortgage ("Mortgage") recorded under Recordation No. 16344 and should be recorded under the next available letter under Recordation No. 16344 which we believe will be "-A."

The units of rolling stock covered by the enclosed Release are all such units as covered in and by the aforesaid Mortgage recorded under Recordation No. 16344.

A short summary of the Release to appear in the STB Index is as follows:

"Full termination and release of Railroad Equipment Mortgage filed under Recordation No. 16344."

Enclosed is a check in the amount of twenty-four dollars (\$24.00) in payment of the filing fee.

RECEIVED
SURFACE TRANSPORT
BOARD
AUG 26 11 17 AM '97

Counterparts - E. H. Harman

DONELAN, CLEARY, WOOD & MASER, P.C.

Honorable Vernon A. Williams
August __, 1997
Page 2

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the STB letter/fee receipt acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Allen H. Harrison, Jr.", followed by a large, stylized checkmark or flourish.

Allen H. Harrison, Jr.
*Attorney for The Bank of New York (f/k/a Irving
Trust Company) for the purpose of this filing*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8398-020

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

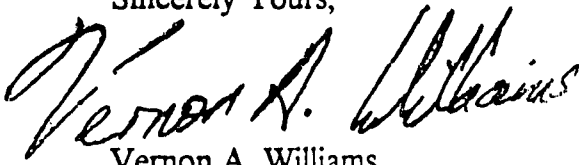
DATE: August 26, 1997

Allen H. Harrison, Jr.
Donelan Cleary, Wood & Maser, P.C.
1100 NY Ave NW Suite 750
Washington DC 20005

Dear Mr. Harrison:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on August 26, 1997 at 11:17AM, and
assigned recordation number(s). 16344-A

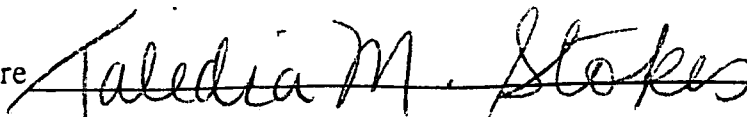
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



AUG 26 '97

11-17AM

FULL RELEASE AND TERMINATION
OF
RAILROAD EQUIPMENT MORTGAGE
RECORDED WITH THE INTERSTATE COMMERCE COMMISSION
UNDER RECORDATION NO. 16344

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, St. Lawrence & Atlantic Railroad Company, a Delaware corporation ("SLR") as debtor, and Irving Trust Company, now known as The Bank of New York, a New York banking corporation, as secured party ("the Bank"), did enter into that certain Railroad Equipment Mortgage made as of May 19, 1989 ("Mortgage") which was filed and recorded with the Interstate Commerce Commission ("ICC") on May 19, 1989 under Recordation No. 16344; and

WHEREAS, the obligations secured by the Mortgage have been fully satisfied and discharged.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, the Bank does hereby release and terminate in toto the aforesaid Mortgage and fully releases and discharges all the collateral described and covered therein and thereby.

IN WITNESS WHEREOF, the Bank has duly executed this FULL RELEASE AND TERMINATION OF RAILROAD EQUIPMENT MORTGAGE as of this 13 day of August, 1997.

THE BANK OF NEW YORK (formerly
known as IRVING TRUST COMPANY)

By: Edward J. DeSalvio

Name: EDWARD J. DeSALVIO

Title: VICE PRESIDENT

STATE OF

New York)

COUNTY OF

New York)

ss:

On this 13th day of August, 1997. before me personally appeared Edward DeSalvio, to me personally known, who by me duly sworn, says that he/she is the Vice Pres. of The Bank of New York, that the foregoing instrument was signed on behalf of The Bank of New York and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of The Bank of New York.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Noreen M. Lane

Notary Public

[SEAL]

My commission expires: _____

10057151

NOREEN M. LANE
Notary Public, State of New York
No. 01LA5065121
Qualified in Queens County
Commission Expires Sept. 3 1998